UNITED STATES DISTRICT COURT DISTRICT OF PUERTO RICO

In re:	PROMESA
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	Title III
as representative of	
THE COMMONWEALTH OF PUERTO RICO, et al.	No. 17 BK 3283-LTS
Debtors. ¹	(Jointly Administered)
In re:	
THE FINANCIAL OVERSIGHT AND	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	Title III
as representative of	
PUERTO RICO ELECTRIC POWER AUTHORITY	No. 17 BK 4780-LTS
("PREPA"), ²	(Joint Administration Requested)
Debtor.	Re: Docket No. 250

SUPPLEMENTAL AFFIDAVIT OF NATHAN A. HAYNES IN SUPPORT OF THE MOTION FOR ORDER (A) PURSUANT TO PROMESA SECTION 304(G), DIRECTING JOINT ADMINISTRATION OF INITIAL TITLE III CASES AND ADDITIONAL TITLE III CASE, (B) PURSUANT TO SECTION 105(A) OF THE BANKRUPTCY CODE, MAKING CERTAIN ORDERS ENTERED IN THE INITIAL TITLE III CASES APPLICABLE TO THE ADDITIONAL TITLE III CASE, AND (C) PURSUANT TO SECTION 105(A) OF THE BANKRUPTCY CODE, MAINTAINING THE EFFECT OF CERTAIN PLEADINGS FILED IN THE ADDITIONAL TITLE III CASE

(Last Four Digits of Federal Tax ID: 3808).

The Debtors in these Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS)

² The last four (4) digits of PREPA's federal tax identification number are 3747.

Case:17-03283-LTS Doc#:1249 Filed:09/08/17 Entered:09/08/17 10:39:48 Desc: Main Document Page 2 of 5

STATE OF NEW YORK)	
)	SS
COUNTY OF NEW YORK)	

Nathan A. Haynes, being duly sworn, deposes and says:

- 1. I am providing this affidavit (the "Affidavit") as counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF"), as the fiscal agent for the Puerto Rico Electric Power Authority ("PREPA") in the above-captioned Title III case (the "PREPA Title III Case"), pursuant to the authority granted to AAFAF under the Enabling Act of the Fiscal Agency and Financial Advisory Authority, Act 2-2017 and as authorized by the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board") in response to the Order (defined herein).
- 2. On August 23, 2017, PREPA, by and through the Oversight Board, filed the Motion for Order (A) Pursuant to PROMESA Section 304(g), Directing Joint Administration of Initial Title III Cases and Additional Title III Case, (B) Pursuant To Section 105(a) of the Bankruptcy Code, making Certain Orders Entered in the Initial Title III Cases Applicable to the Additional Title III Case, and (C) Pursuant to Section 105(a) of the Bankruptcy Code, Maintaining the Effect of Certain Pleadings Filed in the Additional Title III Case [Case No. 17-04780, D.I. 250] (the "Motion").³
- 3. On August 31, 2017, the United States District Court for the District of Puerto Rico (the "Court") entered an order [Case No, 17-04780, D.I. 272] (the "Order") directing the Oversight Board to file a supplemental affidavit explaining the reasons why the Oversight Board believes it is necessary to continue to maintain a separate website and call center by Epiq Bankruptcy Solutions, LLC ("Epiq") if the Motion is granted.

³ Capitalized terms used but not otherwise defined herein shall have the meanings used in the Motion.

4. I submit this Affidavit in response to the Order and in support of the Motion. Unless otherwise stated in this Affidavit, I have personal knowledge of, and if called as a witness I would testify to, the facts set forth herein.

Maintaining Epig's PREPA Website and Call Center is in the Best Interest of the Debtor

- 5. PREPA is an operating business that generates, transmits, and distributes substantially all the electric power used in Puerto Rico, and is one of the largest municipal utilities in the United States. The maintenance of a separate case website and call center in the PREPA Title III case is important to allay concern and prevent confusion among PREPA's customers, vendors, creditors, employees, and retirees as to the issues that affect them. Any such confusion could negatively affect PREPA's business, customer and vendor relationships, and disrupt operations.
- 6. Further, there is no monthly charge for Epiq hosting its PREPA website. The only charges incurred would be the result of the minimal professional time required to update the website when a content adjustment request is submitted. Further, Epiq's PREPA website has been active for over two months now and creditors, employees, and vendors have become accustomed to using it. Maintaining Epiq's PREPA website, therefore, will cost PREPA a *de minimis* amount of money and will avoid any potential confusion among PREPA's parties in interest.
- 7. Regarding Epiq's call center, PREPA is only charged when the call center receives incoming phone calls so, again, there would be no economic benefit to transferring the call center services over to Prime Clerk. Indeed, Epiq personnel has already been trained to answer PREPA-related questions, so it will be more expensive now to train Prime Clerk personnel to answer such questions instead of continuing with the status quo.

Case:17-03283-LTS Doc#:1249 Filed:09/08/17 Entered:09/08/17 10:39:48 Desc: Main Document Page 4 of 5

- 8. To reiterate what was described in the Motion, for other processes that have not commenced yet primarily, the claims process Epiq will provide links on its website redirecting parties to the Prime Clerk website, where claims will be administered for all Title III Cases if the Motion is approved.
- 9. In addition to the services mentioned above, if the Motion is approved, Epiq will provide the same services (and on similar terms) to PREPA as it is currently providing to HTA and ERS.

WHEREFORE I respectfully request that the Court approve the Motion.

Respectfully submitted,

Nathan A. Haynes

Shareholder

Greenberg Traurig LLP

SWORN TO AND SUBSCRIBED before me this 2 th day of September, 2017 _th day of September, 2017

SALVATORE GIAMBRONE Notary Public, State of New York No. 01GI 6098207 Qualified in Queens County Commission Expires Sept. 8,